ORIGINAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> TEMPORARY FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: September 30, 2008 Estimated average burden hours per response.. 4.00

SEC Mail Processing

NOTICE OF SALE OF SECURITIES 2 3 4445 PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

SEC USE ONLY Prefix

Serial

Washington LIMITED OFFERING EXEMPTION

DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) COMMERCIAL PAPER 4(2) PROGRAM
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [] New Filing [X] Amendment
LIPENY BRIDI ARY BRIDI AND BUILD ALBO THE LABOR
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer 08060541
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
ALLIED IRISH BANKS NORTH AMERICA INC. PROCESSED
Address of Executive Offices (Number and Street, City, State, Zip Code)
405 PARK AVENUE, NEW YORK, NY 10022 Telephone Number (Including Area Code) 1 2008
(212) 339 8000 THOMSON REUTE
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)
Brief Description of Business FINANCE VEHICLE – WHOLLY OWNED SUBSIDIARY of ALLIED IRISH BANKS, p.l.c.
Type of Business Organization [X] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed
Month Year Actual or Estimated Date of Incorporation or Organization: [0][8] [8][7] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D] [E]

A. BASIC IDENTIFICATION DATA

Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Lacif genera	ai and managing p	Martiner of partiner	onip issuers.		
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
KEHOE, PAUL Full Name (Last nam	ne first, if individua	al)			
ALLIED IRISH BANK Business or Resider					
Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
GAHAN, KEVIN Full Name (Last nam	ne first, if individua	al)			
ALLIED IRISH BANI Business or Resider					
Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
O'CONNOR, GERR Full Name (Last nam		al)			
ALLIED IRISH BANI Business or Resider					
Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
McGORMAN, GERF Full Name (Last nam		al)			· draio.
ALLIED IRISH BANI 10022. Business or Resider	. , .	·			ΙΥ
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
ALLIED IRISH BANI Full Name (Last nam BANKCENTRE, BAI Business or Reside	ne first, if individua LLSBRIDGE, DUE	BLIN 4, IRELAND		Code)	

				INFO	DMATIO	N ABOI	JT OFFE	DINC				
				o. INFO	RIVIATIO	IN ABOU	JI OFFE	NING				
	s the iss									ors in this	Yes [No X
2. Wh	at is the	minimu						f filing un Iny indivi		····		000,00
3. Do	es the of	ffering pe	ermit joir	nt owner	ship of a	single u	ınit?				Yes [s No] [X
direct conne perso the na	ly or indi ection wi n or age ame of th	rectly, a th sales nt of a b ne broke	ny comn of secur roker or r or deal	nission o ities in t dealer r er. If mo	or similar he offerion egistere ore than	r remune ng. If a p d with th five (5) p	ration fo erson to e SEC a ersons t	be listed nd/or wit o be liste	ion of pu is an as h a state d are as	rchasers in sociated or states, li		
Full 1	Name (La	ast name	e first, if	individu	al)							
CRE	DIT SUIS	SSE SE	CURITIE	S (USA) LLC							
Busir	ness or F	Residenc	e Addre	ss (Nun	nber and	Street,	City, Sta	te, Zip Co	ode)			
11 M	ADISON	I AVENL	JE, NEW	YORK	NY 100	10-3629	ı					
Nam	e of Ass	ociated E	Broker o	r Dealer								
						-						
								it Purcha	sers	[X]	A 11 C	tatos
[AL]	[AK]	[AZ]	[AR]	[CA]	(CO)	(CT)	[DE]	[DC]	[FL]		All 3 HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] [NC]	[MA] [ND]	[MI]		MS] OR]	[MO] [PA]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	(NM) [UT]	[NY] [VT]	[VA]	[WA]	[OH] [WV]		WY]	[PR]
Full N	Name (La	ast name	e first, if	individu	al)				<u> </u>			
MOR	GAN ST	ANLEY	& CO. II	NCORP	ORATEI)						
Busir	ness or F	Residenc	e Addre	ss (Nun	nber and	Street,	City, Sta	te, Zip Co	ode)			
1585	BROAD	WAY, F	LOOR 0	4, NEW	YORK,	NY 1003	36					
Nam	e of Ass	ociated f	Broker o	r Dealer			· ·					
State	s in Whi	ch Perso	on Listed	l Has So	olicited o	r Intends	to Solic	it Purcha	sers			
(Che				k indivi	idual Sta	ates)	• • • • • • • • • • • • • • • • • • • •			[X]		
[AL] [IL]	(AK) [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	(CT) (ME)	(DE) [MD]	[DC] [MA]	[FL] [MI]		HI] MS]	[ID] [MO]
[MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK] [ORĴ	[PA]
[RI]	(SC)	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[W]	WY]	[PR]

Full Name (Last name first, if individual)

MER	RILL LY	NCH, PI	ERCE, F	ENNEF	R & SMIT	H INCO	RPORA	TED				
Busin	ess or R	esidenc	e Addre	ss (Num	nber and	Street, 0	City, Stat	te, Zip Co	ode)			
4 WC	RLD FIN	NANCIA	L CENT	ER, 12T	H FLOO	R, NEW	YORK,	NEW YO	RK 1008	30		
Name	e of Asso	ociated E	Broker o	Dealer	• •							
								it Purcha	sers			
•						ates)			(=1.1	[X	-	
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	(DE) [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	lame (La	ast name	e first, if	individua	al)							<u> </u>
MER	RILL LYI	NCH MC	NEY M	ARKETS	S INC.							
Busin	ess or R	tesidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	te, Zip Co	ode)			
4 10/0	אטויט בוו	JANCIA	CENT	ED 14T	H ELOO	D NEW	VODK	NEW YO	NDK 1000	20		
4 000	יאנט דוו	VANCIA	LCENT	ER, 111	H FLOO	YK, NEVV	TORK,	INCAN IC	/KK 1000	<u>.</u>		
Name	e of Asso	ociated E	Broker o	Dealer								
State	s in Whi	ch Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers			·
-						ates)				_] All Sta	
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	(CO) [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	(FL) [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
	[NE]	[NV]	[NH]	[NJ]		[XNY		[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[sc]	[SD]	[TN]	[XT]	[UT]		[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
<u></u>						· · · · · · · · · · · · · · · · · · ·						
	Name (La GROUP (•							
Busin	ess or R	Residenc	e Addre	ss (Num	nber and	Street, 0	City, Stat	te, Zip Co	ode)			
388 (Greenw	ich Ave	nue, 34	th Floo	r, New	York, N	Y 1001	3				
Name	e of Asso	ociated E	Broker o	r Dealer								
State	e in Whi	ch Perso	n Lister	l Hac Sr	olicited o	r Intends	to Solio	it Purcha	eere			
					idual Sta				10013	[}		States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GĂ]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	(NM)	(NY)	[NC] [VA]	[ND] NA/A)	[HO]	[OK]	[OR]	[PA] (PR)

Full Name (Last name first, if individual) LEHMAN BROTHERS INC.

[SD]

[TN]

[SC]

[RI]

Business or Residence Address (Number and Street, City, State, Zip Code)

[UT]

[TX]

[TV]

[VA]

[WV]

[WA]

[WY]

[WI]

[PR]

Name	of Asso	ciated E	roker or	Dealer								
States	s in Whic	ch Perso	n Listed	Has So	licited or	Intends	to Solici	t Purchas	sers			
(Chec	k "All S	States"	or check	c indivi	dual Sta	tes)				[X] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[ĆT]	[DE]	[DC]	[FL]	[GÅ]	[HI]	[ID]
[IL]	[N]	[IA]	įĸsj	įĸyj	[LA]	(ME)	[MD]	[MA]	(MI)	[MN]	[MŚ]	[MÓ]
[ŤM]	[NÉ]	[NV]	[HN]	[NJ]	[MM]	[NY]	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Busin	ess or R	esidenc	e Addre	ss (Num		Street, C	City, State	AL MAR				
Name	of Asso	ociated E	Broker or	Dealer								
States	s in Whic	ch Perso	n Listed	Has So	licited or	Intends	to Solici	t Purchas	sers			
(Chec	k "All S	States"	or check	k indivi	dual Sta	tes)				[]	All Sta	tes
[AL] x [IL] x [MT]x [RI] x	[IN] x	[IA] x [NV] x	[KS] x [NH] x	[KY] x [NJ] x	[NM] x	[ME] x [NY] x	[DE] x [MD] x [NC] x [VA] x	[ND] x	[MI] x [OH] x	[MN] x [OK] x	[HI] x [MS] x [OR] x [WY] x	[PA] x

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left(\mathbf{r}\right) =\left(\mathbf{r}\right)$

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security Debt Equity [] Common [] Preferred Convertible Securities (including warrants) Partnership Interests Other (SpecifyNOT APPLICABLE). Total Answer also in Appendix, Column 3, if filing under ULOE.	Aggregate Offering Price \$20,000,000,000 \$ -0- \$ -0- \$ -0- \$ -0- \$ 20,000,000,000	\$ -0- \$ -0- \$ -0- \$ -0-
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors	Number Investors 60	\$8,845,500
Non-accredited Investors Total (for filings under Rule 504 only)	-0-	\$ -0- \$
Answer also in Appendix, Column 4, if filing under ULOE.	Not app	olicable
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	Not app	olicable
Type of offering Rule 505	Type of Security	Dollar Amount Sold \$
Regulation A		\$
Rule 504		. \$
Total		. \$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information		
may be given as subject to future contingencies. If the amount of an		
expenditure is not known, furnish an estimate and check the box to the		
left of the estimate.		
Transfer Agent's Fees	[]\$_	
Printing and Engraving Costs		
Legal Fees		\$ 90,000
Accounting Fees	[]\$_	
Engineering Fees		
Sales Commissions (specify finders' fees separately)	[]	\$
Other Expenses (identify) – Accounting and Paying Agent Fees		\$30,000
Total		\$120,000
 b. Enter the difference between the aggregate offering price given in resp – Question 1 and total expenses furnished in response to Part C – Questi difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equathe adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. 	on 4.a. This	\$19,880,000
addition 4.5 above.	Payments to	
	Officers,	Payments
	Directors, &	To
	Affiliates	Others
Salaries and fees	[]\$	[]\$
Purchase of real estate	[] \$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of	[] Ψ	11Ψ
securities involved in this offering that may be used in		
exchange for the assets or securities of another issuer	[]\$	[]\$
pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[] \$
Working capital Other (specify):distribution to Allied Irish Banks, p.l.c.	[x] \$19,880,000	[]\$
Other (specify), distribution to Affied first banks, p.f.c.		
	[]\$	[]\$
Column Totals	[x] \$19,880,000	[]\$
Total Payments Listed (column totals added)	[x] \$19,88	30,000

Total Payments Listed (column totals added)

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) ALLIED IRISH BANKS NORTH AMERICA, INC.	Signature Norward	9-9-04
Name of Signer (Print or Type) Gency O'Connor	Title of Signer (Print or Type) Authorized Sig	ner
Issuer (Print or Type) ALLIED IRISH BANKS NORTH AMERICA, INC.		P-9-08
Name of Signer (Print or Type) Pul Keho-e	Title (Print or Type) / Authorized Sic	gner

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No [] [X]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)		Date
ALLIED IRISH BANKS NORTH AMERICA, INC.	Golomor	94-08
Name of Signer (Print or Type)	Title (Print or Type)	
GERRY O'CONNOR	AUTHORISED	OFFICER
Issuer (Print or Type)	Signature	Date
ALLIED IRISH BANKS NORTH AMERICA, INC.	for leke	9-9-08
Name of Signer (Print or Type)	Title (Print or Type)	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2								
			3		4					
	l				4	5 Disquali	fication			
	I .	to sell	Type of security				under Sta			
	i .	edited	and aggregate					(if yes,		
	Ŀ	tors in	offering price offered in state		Type of invest mount purchase			explana waiver g		
		ate	(Part C-Item 1)		Part C-Iter)			(Part E-		
	i '	B-Item	, , , , ,		(- 2 2	,			,	
		<u>'/</u>				Number of				
				Number of		Non-				
				Accredited		Accredited				
State	Yes	No		Investors	Amount		Amount	Yes	No	
AL		X	Up to \$10bil.	0	0		0		X	
AK		X	Up to \$10bil.	1	174,000,000		0		X	
AZ		<u> </u>	Up to \$10bil.	0	0		0		X	
AR		X	Up to \$10bil.	0	0		0		X	
CA		X	Up to \$10bil.	7	299,725,000	0	0		X	
co		Χ	Up to \$10bil.	0	0	0	0		X	
СТ		X	Up to \$10bil.	1	100,000,000	0	0		X	
DE		X	Up to \$10bil.	0	0	0	0		X	
DC		X	Up to \$10bil.	0	0	0	0		X	
FL		X	Up to \$10bil.	1	15,600,000	0	0		<u>X</u>	
GA		X	Up to \$10bil.	0	0	0	0		Х	
H		X	Up to \$10bil.	0	0	0	0		X	
LID.		X	Up to \$10bil.	3	46,000,000	0	0		X	
LL		X	Up to \$10bil.	2	3,600,000	0	0	<u></u>	X	
<u>IN</u>		X	Up to \$10bil.	0	0	0	0		X	
IA		<u>X</u>	Up to \$10bil.	0	0	0	0		X	
KS		X	Up to \$10bil.	1	50,000,000	0	0		X	
KY		X	Up to \$10bil.	0	0	0	0		X	
LA		X	Up to \$10bil.	0	0		0		X	
ME		X	Up to \$10bil.	0	0	0	0		X	
MD		X	Up to \$10bil.	0	0	0	0		X	
MA		X	Up to \$10bil.	8	1,296,050,000	0	0		X	
MI		X	Up to \$10bil.	0	0	0	0		X	
MN		X	Up to \$10bil.	6	431,575,000	0	0		X	
MS		X	Up to \$10bil.	0	0	0	0		Х	
МО		X	Up to \$10bil.	1	4,700,000	0	0		X	
MT		X	Up to \$10bil.	0	0	0	0		X	
NE		X	Up to \$10bil.	0	0	0	0		X	
NV		X	Up to \$10bil.	0	0	0	0		X	
NH		X	Up to \$10bil.	0	0	0	0		X	
NJ		X	Up to \$10bil.	2	48,000,000	0	0		X	

1		2			<u> </u>				
		_	3		4				
	ļ.,)		4				
	4	d to sell	Type of security				-	Disqualif under Stat	
	1	edited	and aggregate					(if yes, a	
	inves	tors in	offering price offered in state		Type of invest amount purchase			explana waiver gi	
		tate	(Part C-Item 1)		Part C-Iter)			(Part E-I	
	1,	B-Item	,		•	,		,	,
						Number of			
				Number of		Non-			
	\	A 1-		Accredited	A	Accredited		V	N.
State	Yes	No		Investors	Amount		Amount	Yes	No
NM		X	Up to \$10bil.	0	0	0	0		X
NY		X	Up to \$10bil.	21	5,737,700,000	0	0		X
NC		X	Up to \$10bil.	0	0	0	0		X
ND		X	Up to \$10bil.	0	0	0	0		X
ОН		X	Up to \$10bil.	1	25,800,000	0	0		X
OK		X	Up to \$10bil.	0	0		0		X
OR		X	Up to \$10bil.	0	0	0	0		X
PA		X	Up to \$10bil.	3	462,750,000	0	0		X
RI		X	Up to \$10bil.	0	0	0	0		X
SC		X	Up to \$10bil.	0	0,	0	0		X
SD		X	Up to \$10bil.	0	0	0	0		X
TN		X	Up to \$10bil.	0	0	0	0		X
TX		X	Up to \$10bil.	0	0	0	0		X
UT		X	Up to \$10bil.	0	0	0	0		X
VT		X	Up to \$10bil.	0	0	0	0		X
VA		X	Up to \$10bil.	1	50,000,000	0	0		Х
WA		X	Up to \$10bil.	0	0	0	0		X
WV		X	Up to \$10bil.	0	0	0	0		Х
WI		X	Up to \$10bil.	1	100,000,000	0	0		X
WY		X	Up to \$10bil.	0	0	0	0		Χ
PR		X	Up to \$10bil.	0	0	0	0		X

